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THE LAW OFFICES OF
LAURENCE J. SMITH, P.A.

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NADINE E. RHODES
LAURENCE J. SMITH

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E-MAIL: LJSmithAtty@msn.com

January 19, 1998

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-01/23/98-01070-010
****122.50 ****122.50

Re: O'Connell & Smith, P.A.

Dear Sir or Madam:

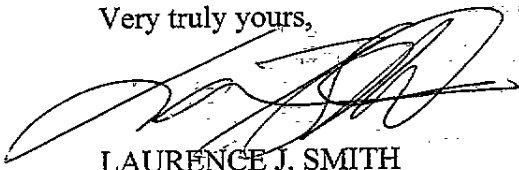
With reference to the above corporate name, enclosed please find:

1. Original and one copy of the Articles of Incorporation; and
2. A check in the amount of \$122.50 to cover the filing fee, certified copy fee and designation of registered agent.

Please return the certified copy of the Articles of Incorporation to the undersigned.

Thank you for your courtesy.

Very truly yours,



LAURENCE J. SMITH

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Enclosures
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TALLAHASSEE, FLORIDA

B. BROCK JAN 26 1998

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Articles of Incorporation
of
O'Connell & Smith, P.A.

98 JAN 23 AM 10:09

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WE, the undersigned, hereby agree and associate ourselves together for the purpose of becoming a Corporation under the General Corporation Laws of the State of Florida, providing for the formation, liabilities, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of the corporation hereby formed under these Articles shall hence and from this day, subject to the approval of the Secretary of State, State of Florida be known as: O'Connell & Smith, P.A.

ARTICLE II

The Company formed under these Articles of Incorporation shall be endowed with the following powers:

1. Sue and be sued and appear and defend in all actions and proceedings in its corporate name as a natural person.
2. Adopt and use a corporate seal and alter the same.
3. Appoint such officers and agents as its affairs shall require, and allow them suitable compensation.
4. Adopt, change, amend, repeal, its By-Laws, not inconsistent with Law and its Certificate of Incorporation, for the exercise of its affairs, and property; the transfer on its records of its stock or other evidence or interest or membership, and the calling and holding of meetings of its shareholders and stockholders.
5. Increase or diminish, by vote of its stockholders, shareholders, or members, cast as the By-Laws may direct, the number of directors, managers, or trustees of this corporation, and the resident agent for service of process providing the number of the aforementioned shall never be less than two (2). That this provision of these Articles of Incorporation shall be strictly construed and governed by the By-Laws of the corporation and the applicable general corporate laws of the State of Florida.
6. Make and enter into all contracts necessary and proper for the conduct of its business.
7. a) Conduct business, have one or more offices in, and buy, hold, sell, mortgage and convey or otherwise dispose of franchises in this State, and in the several states, territories, possessions and dependencies of the United States, the District of Columbia, and in foreign countries.

b) Purchase the corporate assets of any other corporation and engage in the same character of business.

c) Acquire, enjoy, utilize and dispose of patents, copyrights and trademarks, and any licenses or other rights or interests thereunder or therein.

d) Take, hold, sell and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to it.

8. a) Guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of or any bonds, securities, or other evidences of indebtedness, created by or owned by any corporation, public or closed, of this State, or any other State, or any foreign country, or domestic or foreign government; while such owner of such stock to exercise all of the rights, powers and privileges of ownership, including the right to vote such stock.

b) Purchase, hold, sell and transfer shares of its own stock provided that no corporation shall purchase any of its own capital stock except from the surplus of its assets over its liabilities including capital. Shares of its own capital stock, owned by the Corporation shall not be voted directly or indirectly or counted as outstanding for the purpose of any stockholder's quorum or vote.

9. Do all and everything necessary and proper for the accomplishment of the objects enumerated in its Certificate of Incorporation or necessary or incidental to the benefit and protection of the Corporation whether or not such business is similar in nature to the objects enumerated in this, its Certificate of Incorporation.

10. a) Contract debts and borrow money at such rates of interest not to exceed the lawful rate of interest and upon such terms as its Board of Directors may deem necessary or expedient, and shall authorize and agree upon, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, whether secured or unsecured and execute such mortgages or other instruments upon or encumbering its property or credit to secure the payment of money borrowed or owing by it, as the occasion may require and the Board of Directors deems expedient.

b) Provision may be made in such instruments for the transferring of corporate property of every kind and nature then belonging to or thereafter acquired by such corporation as security for any bonds, notes, debentures or other evidences of indebtedness issued or debts or sums of money owing by said corporation.

c) In case of sale of any property by virtue of any such instrument or foreclosure, the part acquiring title shall have the same rights, privileges, grants, franchises, immunities and advantages, in and by such instrument enumerated or conveyed, as belonged to the Corporation executing the instrument or contracting the debt.

11. This Corporation has the power to make gifts for educational, scientific or charitable purpose. Said gifts and allowances to be determined by a majority of the Board of Directors, and only after the approval of the majority vote of the shareholders shall said gift be allowed.

ARTICLE III

In addition to the foregoing Articles the said Corporation shall have as its principal business objective a law office.

Said Corporation may engage in any and all types of associated or relative businesses and may pursue any and all business objectives in accordance with this Certificate of Incorporation, and in accordance with the laws of the State of Florida.

ARTICLE IV

The total amount of capital stock authorized by this Corporation herein known as O'Connell & Smith, P.A., shall be 1000 shares of par value stock. Each share of stock shall have a Five Dollar par value, and all of the shares enumerated herein shall be preferred stock to have one (1) vote per share held, wherein the total voting stock would be 1000 shares constituting 1000 votes.

ARTICLE V

This corporation shall have perpetual existence.

ARTICLE VI

The corporation herein shall begin business with capital in the amount of \$5,000.00. Said amount to be used for startup costs as incurred by the initial members of the board of directors at their discretion and by private agreement, and the balance shall be deposited in the Oceanmark Bank in cash, for the sole purpose of beginning business under the name of O'Connell & Smith, P.A.

ARTICLE VII

This corporation shall maintain its principal place of business in Florida at 629 Southeast 5th Avenue, Fort Lauderdale, Florida 33301-3103.

ARTICLE VII

There shall be not less than two (2) directors but not more than seven (7) at all times who shall constitute the Board of Directors of said Corporation.

ARTICLE VIII

The following named persons shall constitute the first Board of Directors of O'Connell & Smith, P.A., and shall hold office for the first year of existence of said Corporation. These directors

shall hold office until a vote of the shareholders is held wherein their successors are elected and appointed and have qualified: Thomas P. O'Connell and Laurence J. Smith.

ARTICLE IX

The following named persons and their addresses herein appear as subscribers to these Articles of Incorporation: Thomas P. O'Connell, 629 Southeast 5th Avenue, Fort Lauderdale, Florida 33301-3103; Laurence J. Smith, 629 Southeast 5th Avenue, Fort Lauderdale, Florida 33301-3103.

ARTICLE X

This Corporation shall have the power to incur any and all liabilities and debts in pursuance of its corporate purpose. Said debts and liabilities shall be paid out of the corporate treasury upon the signature of Thomas P. O'Connell or Laurence J. Smith.

No single officer, director or agent shall have the privilege of instituting legal actions, claim, settlement, release, satisfaction or discharge or other legal process without the advice and consent of the Board of Directors by and through a majority of said Board. In the event that one officer, director or agent so carries or acts so as to incur liability without the advice and consent of the Board of Directors, said acts shall be as a nullity to said Corporation and the Corporation shall not be liable nor responsible therefore.

ARTICLE XI

The officers to conduct business and the affairs of this Corporation for the first year of operation and thereafter until a vote of the shareholders at their annual meeting shall be as follows:

President:	Laurence J. Smith
Vice President:	Thomas P. O'Connell
Treasurer:	Laurence J. Smith

DESIGNATION OF RESIDENT AGENT FOR SERVICE OF PROCESS AND RESIDENCE OF AGENT

That the following named person is herein designated Resident Agent for service of process and by executing these Articles of Incorporation does herein accept said designation and his residence is set forth as follows: Laurence J. Smith, Esq., 629 Southeast 5th Avenue, Ft. Lauderdale, Florida 33301-3103.

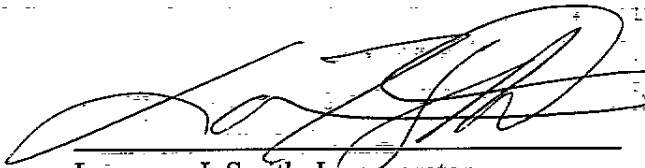
ARTICLE XII

This Corporation's stock shall be voting stock, each share with a par value of \$5.00 shares to constitute the total outstanding capital stock which shall be distributed to the following named persons in the stated amounts: Thomas P. O'Connell: 500 shares; Laurence J. Smith: 500 shares.

ARTICLE XIII

Should any shareholder of the Corporation desire to sell his or her corporate stock, he may do so subject to the following conditions. Prior to selling any corporate stock to any person not a shareholder in the Corporation he or she shall first offer his or her stock for sale to all remaining shareholders of the Corporation. Said offer shall be in writing and shall be sent via United States mail, certified, return receipt requested. This offer shall state that it is made pursuant to this Article, and shall name the price, either market value or book value, whichever is higher, at which said stock is offered. The stockholders receiving such an offer pursuant to this Article may accept or reject the same, in writing, within ninety (90) days of the receipt of the offeror's written notice. Upon acceptance the purchase price, as per the offer, shall be deposited in escrow with a bona fide title company or practicing attorney. In the event that the offeror does not receive written notice of the acceptance, together with notice of the deposit of the purchase price in escrow, within ninety (90) days after said offer, the offeror shall be free to sell his or her stock for an amount equal to or greater than the price named in the written offer, and the offeror must find an individual desirous of purchasing said stock at the aforementioned price who shall be compatible with the unanimous approval of the shareholders selling his stock and the remaining shareholders, prior to a valid sale being effected. Each share of stock issued by the corporation shall bear the following legend: This Corporation's Certificates are subject to a Charter restriction and may not be transferred without strict compliance therewith.

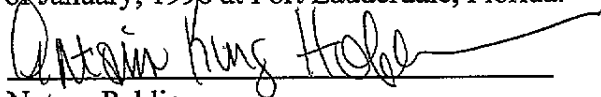
IN WITNESS WHEREOF, the subscribers have hereunto set their hands and seals this 19th day of January, 1998.


Laurence J. Smith, Incorporator

STATE OF FLORIDA }
 } ss:
COUNTY OF BROWARD }

I HEREBY CERTIFY that this day personally appeared before me an officer duly authorized to administer oaths and take acknowledgments LAURENCE J. SMITH, each to me well known and known to be the persons who are described in the foregoing Articles of Incorporation and who signed the same, and each of them acknowledged to me that they executed the same freely and voluntarily for the purposes expressed therein.

WITNESS my hand and seal this 19th day of January, 1998 at Fort Lauderdale, Florida.


Notary Public
State of Florida at Large

My Commission Expires:



ANTONIA KING HOFFMAN
MY COMMISSION # GC390738 EXPIRES
September 20, 1998
BONDED THRU TROY FAIR INSURANCE, INC

CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 607.34, Florida Statutes, the following is submitted, in compliance with said Act:

First--That O'Connell & Smith, P.A., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at the City of Fort Lauderdale, County of Broward, State of Florida, has named Laurence J. Smith, Esq., located at 629 Southeast 5th Avenue, City of Ft. Lauderdale, County of Broward, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate. I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: 

LAURENCE J. SMITH
Registered Agent

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98 JAN 23 AM 10:08
STATE
TALLAHASSEE, FLORIDA